

Date JUL 16 1980

Fee \$ 10.00

ICC Washington, D. C.

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

212 HANOVER 2-3000

TELEX

RCA 233663

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WUI 620976

MAURICE T. MOORE
WILLIAM B. MARSHALL
RALPH L. McAFEE
ROYALL VICTOR
HENRY W. deKOSMIAN
ALLEN F. MAULSBY
STEWART R. BROSS, JR.
HENRY P. RIORDAN
JOHN R. HUPPER
SAMUEL C. BUTLER
WILLIAM J. SCHRENK, JR.
BENJAMIN F. CRANE
FRANCIS F. RANDOLPH, JR.
JOHN F. HUNT
GEORGE J. GILLESPIE, III
RICHARD S. SIMMONS
WAYNE E. CHAPMAN
THOMAS D. BARR
MELVIN L. BEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
JAMES H. DUFFY
ALAN J. HRUSKA
JOHN E. YOUNG
JAMES M. EDWARDS
DAVID G. ORMSBY

DAVID L. SCHWARTZ
RICHARD J. HIEGEL
FREDERICK A. O. SCHWARZ, JR.
CHRISTINE BESHAR
ROBERT S. RIFKIND
DAVID BOIES
DAVID O. BROWNWOOD
PAUL M. DODYK
RICHARD M. ALLEN
THOMAS R. BROME
ROBERT D. JOFFE
ROBERT F. MULLEN
ALLEN FINKELSON
RONALD S. ROLFE
JOSEPH R. SAHID
PAUL C. SAUNDERS
MARTIN L. SENZEL
DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
RICHARD L. HOFFMAN
JOSEPH A. MULLINS
MAX R. SHULMAN
WILLIAM P. DICKEY
STUART W. GOLD
JOHN W. WHITE

JUL 16 1980
COUNSEL
CARLYLE E. MAW
ALBERT R. CONNELLY
FRANK H. DETWEILER
GEORGE G. TYLER

ROSWELL L. GILPATRICK
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GEORGE B. TURNER
JOHN H. MORSE
HAROLD R. MEDINA, JR.
CHARLES R. LINTON
ALLEN H. MERRILL

4, PLACE DE LA CONCORDE
75008 PARIS, FRANCE
TELEPHONE: 265-81-54
TELEX: 290530

33 THROMORTON STREET
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TELEPHONE 01-606-1421
TELEX: 8814901

CABLE ADDRESSES
CRAVATH, N. Y.
CRAVATH, PARIS
CRAVATH, LONDON E. C. 2

RECORDATION NO. 11913 Filed 1425

JUL 16 1980 - 1 50 PM

INTERSTATE COMMERCE COMMISSION

July 15, 1980

L (B) 11913 - B

The Kansas City Southern Railway Company
Conditional Sale Financing Dated as of March 1, 1980
13% Conditional Sale Indebtedness Due 1995
Amendment Agreement Dated as of July 15, 1980

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, I enclose herewith on behalf of The Kansas City Southern Railway Company, for filing and recordation as an amendment to the filings under recordation number 11913, counterparts of the following document:

Amendment Agreement dated as of July 15, 1980, among The Kansas City Southern Railway Company, Pullman Incorporated (Pullman Standard Division) and Mercantile-Safe Deposit and Trust Company, as Agent.

The names and addresses of the relevant parties to

RECEIVED

the aforementioned Amendment Agreement are as follows JUL 16 1 42 PM '80

(1) Assignee-Agent:

I. C. C.
FEE OPERATION BR.

Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
P.O. Box 2258
Baltimore, Maryland 21203

(2) Builder-Vendor:

Pullman Incorporated
(Pullman Standard Division)
200 South Michigan Avenue
Chicago, Illinois 60604

(3) Railroad:

The Kansas City Southern Railway Company
114 West Eleventh Street
Kansas City, Missouri 64105

Please file and record the document referred to in this letter and index it under the names of the Assignee-Agent, the Builder-Vendor and the Railroad.

The equipment covered by the Amendment Agreement consists of the following:

To be deleted

Two 100-ton 50'6" box cars, AAR Mechanical Designation XF, bearing the Railroad's road numbers 250966 and 251723.

To be added

Two 100-ton 50'6" box cars, AAR Mechanical Designation XF, bearing the Railroad's road numbers 250988 and 251721.

There is also enclosed a check for \$10 payable to the Interstate Commerce Commission, representing the fee for recording the Amendment Agreement.

Please stamp all counterparts of the enclosed

RECEIVED

JUL 16 1 42 PM '60

document with your official recording stamp. You will wish to retain one copy of the instruments for your files. It is requested that the remaining counterparts be delivered to the bearer of this letter.

Very truly yours,

Anna E. Panayotou

Anna E. Panayotou,
As Agent for The Kansas City
Southern Railway Company

Ms. Agatha L. Mergenovich, Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Encls.

Interstate Commerce Commission
Washington, D.C. 20423

7/16/80

OFFICE OF THE SECRETARY

Anna E. Panayotou
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, N.Y. 10005

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **7/16/80** at **1:50pm**, and assigned re-recording number(s). **11913-B**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

JUL 16 1980 - 1 50 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of July 15, 1980, among PULLMAN INCORPORATED (Pullman Standard Division) ("Pullman"), THE KANSAS CITY SOUTHERN RAILWAY COMPANY ("Railroad") and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY ("Agent").

WHEREAS Pullman, certain other builders ("Other Builders") and the Railroad have entered into a Conditional Sale Agreement dated as of March 1, 1980 ("CSA");

WHEREAS Pullman, the Other Builders and the Agent have entered into an Agreement and Assignment dated as of March 1, 1980 ("Assignment");

WHEREAS the CSA and the Assignment were filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on June 17, 1980, at 4:15 p.m., recordation number 11913; and

WHEREAS the parties hereto now desire to amend the CSA to correct a typographical error in the road numbers for the Pullman boxcars listed in Schedule B to the CSA and the Other Builders have no interest in such amendment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Schedule B to the CSA is hereby amended to change the road numbers of such Pullman boxcars listed therein from "250966" to "250988" and from "251723" to "251721".

2. The Assignment is hereby amended to permit the aforesaid amendment to the CSA as though originally set forth therein.

3. Except as hereby amended, the CSA and the Assignment shall remain unaltered and in full force and effect.

4. The Railroad will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with the provisions of Article 19 of the CSA.

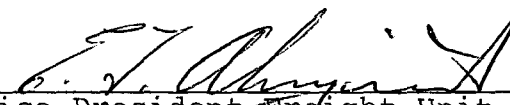
5. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument.

Any and all notice, requests, certificates and other instruments executed and delivered after the execution and delivery of this Amendment Agreement may refer to the CSA without making specific reference to this Amendment Agreement but nevertheless all such references shall be deemed to include this amendment agreement unless the context shall otherwise require.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

PULLMAN INCORPORATED
(Pullman Standard Division),

by


Vice President Freight Unit

[Corporate Seal]

Attest:


Assistant Secretary

THE KANSAS CITY SOUTHERN
RAILWAY COMPANY,

by

Vice President

[Corporate Seal]

Attest:

Assistant Secretary

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent,

by

Assistant Vice President

[Corporate Seal]

Attest:

Corporate Trust Officer

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK)

On this 15th day of July 1980, before me personally appeared E. J. August, to me personally known, who, being by me duly sworn, says that he is a Vice President-~~Freight Unit~~ of PULLMAN INCORPORATED (Pullman Standard Division), that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Janice R. Bentler
Notary Public

[Notarial Seal]

My Commission expires
MY COMMISSION EXPIRES
August 7, 1983

STATE OF MARYLAND,)
) ss.:
CITY OF BALITMORE)

On this day of July 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is an of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF MISSOURI,)
) ss.:
COUNTY OF JACKSON)

On this day of July 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is the of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission expires

AMENDMENT AGREEMENT dated as of July 15, 1980, among PULLMAN INCORPORATED (Pullman Standard Division) ("Pullman"), THE KANSAS CITY SOUTHERN RAILWAY COMPANY ("Railroad") and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY ("Agent").

WHEREAS Pullman, certain other builders ("Other Builders") and the Railroad have entered into a Conditional Sale Agreement dated as of March 1, 1980 ("CSA");

WHEREAS Pullman, the Other Builders and the Agent have entered into an Agreement and Assignment dated as of March 1, 1980 ("Assignment");

WHEREAS the CSA and the Assignment were filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on June 17, 1980, at 4:15 p.m., recordation number 11913; and

WHEREAS the parties hereto now desire to amend the CSA to correct a typographical error in the road numbers for the Pullman boxcars listed in Schedule B to the CSA and the Other Builders have no interest in such amendment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Schedule B to the CSA is hereby amended to change the road numbers of such Pullman boxcars listed therein from "250966" to "250988" and from "251723" to "251721".
2. The Assignment is hereby amended to permit the aforesaid amendment to the CSA as though originally set forth therein.
3. Except as hereby amended, the CSA and the Assignment shall remain unaltered and in full force and effect.
4. The Railroad will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with the provisions of Article 19 of the CSA.

5. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument.

Any and all notice, requests, certificates and other instruments executed and delivered after the execution and delivery of this Amendment Agreement may refer to the CSA without making specific reference to this Amendment Agreement but nevertheless all such references shall be deemed to include this amendment agreement unless the context shall otherwise require.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

PULLMAN INCORPORATED
(Pullman Standard Division),

by

Vice President-Freight Unit

[Corporate Seal]

Attest:

Assistant Secretary

THE KANSAS CITY SOUTHERN
RAILWAY COMPANY,

by

Donald B. [Signature]
Vice President

[Corporate Seal]

Attest:

Frederick D. Collins
Assistant Secretary

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent,

by

Assistant Vice President

[Corporate Seal]

Attest:

Corporate Trust Officer

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK)

On this day of July 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a Vice President-Freight Unit of PULLMAN INCORPORATED (Pullman Standard Division), that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF MARYLAND,)
) ss.:
CITY OF BALITMORE)

On this day of July 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is an of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF MISSOURI,)
) ss.:
COUNTY OF JACKSON)

On this ^{15th} day of July 1980, before me personally appeared Donald L. Graf, to me personally known, who, being by me duly sworn, says that he is the Vice President of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

G. B. Niedermeier
Notary Public

[Notarial Seal]

My Commission expires

May 29, 1983

G. B. NIEDERMEYER
Notary Public, State of Missouri
Commissioned in Jackson County
My Commission Expires May 29, 1983

AMENDMENT AGREEMENT dated as of July 15, 1980, among PULLMAN INCORPORATED (Pullman Standard Division) ("Pullman"), THE KANSAS CITY SOUTHERN RAILWAY COMPANY ("Railroad") and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY ("Agent").

WHEREAS Pullman, certain other builders ("Other Builders") and the Railroad have entered into a Conditional Sale Agreement dated as of March 1, 1980 ("CSA");

WHEREAS Pullman, the Other Builders and the Agent have entered into an Agreement and Assignment dated as of March 1, 1980 ("Assignment");

WHEREAS the CSA and the Assignment were filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on June 17, 1980, at 4:15 p.m., recordation number 11913; and

WHEREAS the parties hereto now desire to amend the CSA to correct a typographical error in the road numbers for the Pullman boxcars listed in Schedule B to the CSA and the Other Builders have no interest in such amendment.

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2. The Assignment is hereby amended to permit the aforesaid amendment to the CSA as though originally set forth therein.

3. Except as hereby amended, the CSA and the Assignment shall remain unaltered and in full force and effect.

4. The Railroad will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with the provisions of Article 19 of the CSA.

5. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument.

Any and all notice, requests, certificates and other instruments executed and delivered after the execution and delivery of this Amendment Agreement may refer to the CSA without making specific reference to this Amendment Agreement but nevertheless all such references shall be deemed to include this amendment agreement unless the context shall otherwise require.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

PULLMAN INCORPORATED
(Pullman Standard Division),

by

Vice President-Freight Unit

[Corporate Seal]

Attest:

Assistant Secretary

THE KANSAS CITY SOUTHERN
RAILWAY COMPANY,

by

Vice President

[Corporate Seal]

Attest:

Assistant Secretary

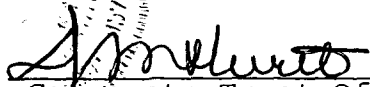
MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent,

by


Assistant Vice President

[Corporate Seal]

Attest:


ASSISTANT Corporate Trust Officer

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK)

On this day of July 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a Vice President-Freight Unit of PULLMAN INCORPORATED (Pullman Standard Division), that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

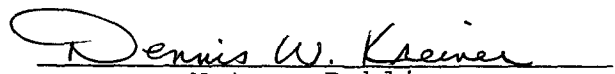
Notary Public

[Notarial Seal]

My Commission expires

STATE OF MARYLAND,)
) ss.:
CITY OF BALITMORE)

On this 15TH day of July 1980, before me personally appeared **R. E. Schreiber**, to me personally known, who, being by me duly sworn, says that he is an **ASSISTANT VICE PRESIDENT** of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[Notarial Seal]

My Commission expires

DENNIS W. KREINER
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1982

STATE OF MISSOURI,)
) ss.:
COUNTY OF JACKSON)

On this day of July 1980, before me
personally appeared , to me personally
known, who, being by me duly sworn, says that he is the
 of THE KANSAS CITY SOUTHERN
RAILWAY COMPANY, that one of the seals affixed to the
foregoing instrument is the corporate seal of said Corporation,
that said instrument was signed and sealed on behalf of said
Corporation by authority of its Board of Directors and he
acknowledged that the execution of the foregoing instrument
was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission expires